

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

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In re : Chapter 9  
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CITY OF DETROIT, MICHIGAN, : Case No. 13-53846  
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Debtor. : Hon. Steven W. Rhodes  
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**CITY OF DETROIT'S  
COUNTER-DESIGNATION OF THE CONTENTS OF THE RECORD**

Pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure, appellee the City of Detroit (the “City”) hereby submits this counter-designation of the contents of the record in response to *Appellant's Designation Of The Contents Of The Record And Statement Of Issues On Appeal* [Docket No. 4408] filed by Appellants Syncora Guarantee Inc. and Syncora Capital Assurance Inc. (collectively, “Syncora”), on May 5, 2014.

## **Designation of Additional Items to Be Included in the Record On Appeal**

### **A. Case No. 13-53846**

<b>Item No. (Attached)</b>	<b>Docket No.</b>	<b>Description</b>
1.	692	(Excerpt) Transcript Regarding Hearing Held August 28, 2013
2.	2029	Omnibus Reply of the City of Detroit to Objections to the Motion for Assumption and Approval of the Forbearance and Optional Termination Agreement
3.	2033	Statement of Merrill Lynch Capital Services, Inc. and UBS AG in Support of Debtor's Motion for an Order Pursuant to Section 365(a) of the Bankruptcy Code and Rule 9019, and in Reply to the Objections to the Motion (and the exhibits/appendices attached thereto)
4.	2061	Statement of Stipulated Facts Regarding Motion of Debtor for Entry of an Order (I) Authorizing the Assumption of That Certain Forbearance and Optional Termination Agreement Pursuant to Section 365(a) of the Bankruptcy Code, (II) Approving Such Agreement Pursuant to Rule 9019, and (III) Granting Related Relief
5.	2364	Second Amended Exhibit List and Objections for Hearing re City of Detroit's Assumption Motion and Motion to Approve Post-Petition Financing
6.	2655	Notice of Termination of Forbearance and Optional Termination Agreement

7.	2802	Motion of Debtor for Entry of an Order, Pursuant to Section 105(A) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving a Settlement and Plan Support Agreement and Granting Related Relief
8.	2913	Order Shortening Notice and Scheduling an Expedited Hearing With Respect to Motion for an Order Approving Settlement and Plan Support Agreement
9.	2947	The City of Detroit's Disclosure of Witnesses in Connection With the Hearing on the City's Motion for Order Approving Settlement and Plan Support Agreement
10.	2955	Transcript Regarding Hearing Held March 5, 2014
11.	3061	Certificate of Service of Deborah Kovsky-Apap re: Corrected Motion of Debtor for Entry of an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving a Settlement and Plan Support Agreement and Granting Related Relief
12.	3153	Statement of Merrill Lynch Capital Services, Inc. and UBS AG in Support of the Motion of Debtor for Entry of an Order Pursuant to Section 105(A) and Bankruptcy Rule 9019, Approving a Settlement and Plan Support Agreement, and in Reply to the Objections to the Motion (and the exhibits/appendices attached thereto)

13.	3305	Order Granting Ex Parte Motion for Shortened Notice and Expedited Hearing on Motion of the Objectors for Adjournment of the Hearings Regarding the Debtor's Motion for Entry of an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving a Settlement and Plan Support Agreement and Granting Related Relief
14.	3379	City of Detroit's Response to Motion of Objectors for Adjournment of the Hearing Regarding the City's Motion for Entry of an Order Approving Settlement and Plan Support Agreement
15.	3606	Order Denying Motion to Adjourn Hearing
16.	3817	Corrected Transcript Regarding Hearing Held April 2, 2014
17.	4057	Transcript Regarding Hearing Held April 11, 2014 re: Bench Opinion re. (2806) Corrected Motion to Approve Compromise/Motion of Debtor for Entry of an Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rule 9019, Approving a Settlement and Plan Support Agreement and Granting Related Relief
18.	Proof of Claim # 1352	Syncora Guarantee, Inc.
19.	Proof of Claim # 1354	Syncora Capital Assurance, Inc.

## B. City's Exhibits

20.	City Ex. 1	ISDA Master Agreement between UBS AG and Detroit General Retirement System ("GRS") Service Corporation (Local Currency Single Jurisdiction), and related Schedule
21.	City Ex. 2	ISDA Master Agreement between SBS Financial Products Company, LLC ("SBS") and GRS Service Corporation (Local Currency Single Jurisdiction), and related Schedule
22.	City Ex. 4	SBS and GRS Service Corporation Amended and Restated Schedules to 1992 ISDA Master Agreement Local Currency Single Jurisdiction dated as of June 7, 2006
23.	City Ex. 5	UBS AG and GRS Service Corporation Amended and Restated Schedule to the 1992 ISDA Master Agreement Local Currency Single Jurisdiction dated as of June 7, 2006
24.	City Ex. 6	Syncora Waiver and Consent, dated June 26, 2009
25.	City Ex. 11	Collateral Agreement, dated June 15, 2009
26.	City Ex. 47	UBS AG Insurance Policies for Scheduled Payments of GRS Service Corporation under June 7, 2006 Master Agreement
27.	City Ex. 48	SBS Insurance Policies for Scheduled Payment of GRS Service Corporation under June 7, 2006 Master Agreement
28.	City Ex. 49	Moody's and Standard & Poor's Ratings of Syncora obtained from Syncora's website ( <a href="http://syncora.com/?page_id=78">http://syncora.com/?page_id=78</a> )

29.	City Ex. 123	City Ordinance No. 05-09
30.	City Ex. 128	PFRS Service Contract, dated June 7, 2006
31.	City Ex. 129	GRS Service Contract, dated June 7, 2006
32.	City Ex. 130	Contract Administration Agreement, dated June 12, 2006
33.	City Ex. 143	Illustrative Cash Chart
34.	City Ex. 144	City of Detroit – Illustrative Cash Flow Forecast Scenarios
35.	City Ex. 145	Settlement and Plan Support Agreement
36.	City Ex. 146	In re City of Detroit, Michigan (Case No. 13-53846), Privilege Log of Selected Documents

Dated: May 20, 2014

Respectfully submitted,

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ATTORNEYS FOR THE CITY OF DETROIT

**CERTIFICATE OF SERVICE**

I hereby certify that on May 20, 2014, I caused the foregoing  
*City Of Detroit's Counter-Designation Of The Contents Of The Record* to be  
electronically filed with the Clerk of the Court which sends notice by operation of  
the Court's electronic filing service to all ECF participants registered to receive  
notice in this bankruptcy case.

Dated: May 20, 2014

/s/ Deborah Kovsky-Apap  
Deborah Kovsky-Apap (P68258)